

**LAW OFFICES OF
LOUIS E. GITOMER**

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March 3, 2009

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 22023-B FILED

MAR 03 '09 -3 47 PM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Termination, a secondary document, dated as of March 3, 2009. The primary document to which this is connected is recorded under Recordation No. 22023. We request that this document be recorded under Recordation No. 22023-B.

The names and addresses of the parties to the Lease Termination are:

Lessor:

Winmark Special Finance LLC c/o Winmark Equipment Finance, LLC
2 Hampshire Street
Foxboro, MA 02035

Lessee:

Cemex, Inc., successor-by-merger to Southdown, Inc.
1200 Smith Street
Houston TX 77002

A description of the equipment covered by the Lease Termination consists of 23 covered hopper cars numbered SDWX 10169-10173, inclusive, 10181, 10184-10186, inclusive, 10192-10196, inclusive, 10200, 10202, 10203, 10205-10209, inclusive, and 10211.

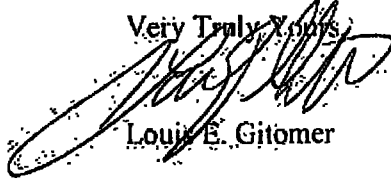
Honorable Anne K. Quinlan
March 3, 2009
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: Lease Termination between Winmark Special Finance LLC c/o Winmark Equipment Finance, LLC, 2 Hampshire Street, Foxboro, MA 02035, and Cemex, Inc., successor-by-merger to Southdown, Inc., 1200 Smith Street, Houston TX 77002, covering 23 covered hopper cars numbered SDWX 10169-10173, inclusive, 10181, 10184-10186, inclusive, 10192-10196, inclusive, 10200, 10202, 10203, 10205-10209, inclusive, and 10211.

Very Truly Yours

A handwritten signature in dark ink, appearing to read "Lou Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosure

RECORDATION NO. 22023 ^B FILED

MAR 03 '09 -3 47 PM

LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

This Lease Termination dated as of March 3, 2009 is between Winmark Special Finance, LLC, as Lessor, and Cemex, Inc., successor to Southdown, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Lease Finance Agreement dated as of June 13, 1995 and an Equipment Schedule dated as of January 26, 1999, as assigned and amended, and recorded a Memorandum of Railroad Equipment Lease Agreement dated as of February 3, 1999 (collectively the "Lease") at the Surface Transportation Board on February 9, 1999 at 2:40 pm under Recordation No. 22023 for 23 covered hopper cars numbered SDWX 10169-10173, inclusive, 10181, 10184-10186, inclusive, 10192-10196, inclusive, 10200, 10202, 10203, 10205-10209, inclusive, and 10211 (the "Equipment"); and

WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

Winmark Special Finance, LLC
as Lessor

By: David J. Couture

Its: Senior Vice President

Cemex, Inc.
as Lessee

By: _____

Its: _____

LEASE TERMINATION

This Lease Termination dated as of March 3, 2009 is between Winmark Special Finance, LLC, as Lessor, and Cemex, Inc., successor to Southdown, Inc., as Lessee.

WHEREAS, Lessor and Lessee entered a Master Lease-Finance Agreement dated as of June 13, 1995 and an Equipment Schedule dated as of January 26, 1999, as assigned and amended, and recorded a Memorandum of Railroad Equipment Lease Agreement dated as of February 3, 1999 (collectively the "Lease") at the Surface Transportation Board on February 9, 1999 at 2:40 pm under Recordation No. 22023 for 23 covered hopper cars numbered SDWX 10169-10173, inclusive, 10181, 10184-10186, inclusive, 10192-10196, inclusive, 10200, 10202, 10203, 10205-10209, inclusive, and 10211 (the "Equipment"); and

WHEREAS, The rights, interests and obligations of Lessor and Lessee under the Lease have been fulfilled; and

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Lease Termination to be duly executed as of the date first above written.

Winmark Special Finance, LLC
as Lessor

By: _____

Its: _____

Cemex, Inc.
as Lessee

By: Alejandro Benavides 

Its: Treasurer

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3)

me, ROSEMARY ABBOTT

Notary Public for _____
My Commission expires _____



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55.

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STATE OF RHODE ISLAND)

COUNTY OF PROVIDENCE)

ss.

On this ____ day of March, 2009, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of Winmark Special Finance, I.L.C., and acknowledged to me that the corporation executed it.

Notary Public for _____

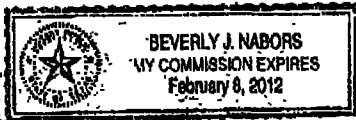
My Commission expires _____

STATE OF TEXAS)

COUNTY OF HARRIS)

ss.

On this 3 day of March, 2009, before me, Beverly J. Nabors, the undersigned Notary Public, personally appeared ALVARADO BENAVIDES personally known to me to be the person who executed the within instrument as Treasurer on behalf of Cemex, Inc., and acknowledged to me that the corporation executed it.



Beverly J. Nabors

Notary Public for TEXAS

My Commission expires 2/8/2012